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Leigh C. Taggart

Intellectual Property Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF FILING OF SEVENTH AND FINAL APPLICATION FOR APPROVAL OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF RADER, FISHMAN &  
GRAUER PLLC, INTELLECTUAL PROPERTY COUNSEL TO THE DEBTORS, FOR  
SERVICES RENDERED FROM  
OCTOBER 1, 2007 THROUGH JANUARY 25, 2008

PLEASE TAKE NOTICE that on May 29, 2008, Rader, Fishman & Grauer PLLC (the  
“Applicant” or “RFG”), intellectual property counsel for Delphi Corporation (“Delphi”), debtors  
and debtors-in-possession in the above- captioned cases (collectively, the “Debtors”, “Delphi” or  
the “Company”), submitted its’ seventh and final application (the “Application”). RFG submitted  
this Application for (a) allowance of compensation for professional services rendered by RFG to  
the Debtors, and (b) reimbursement of actual and necessary charges and disbursements incurred  
by RFG in the rendition of required professional services on behalf of the Debtors. The  
following exhibits were filed together with the Application:

- A. Summary of Monthly Fee Statements
- B. Summary of Professional Hours
- C. Summary of Work Performed by Category
- D. Order Approving Seventh and Final Fee Application
- E. Certification with respect to Application

This Notice is being provided via overnight mail to all parties listed in paragraph 2(a) of the Interim Compensation Order, all required parties outlined in subsequent Interim Compensation Orders and via e-mail to all parties listed in Exhibit A.

PLEASE TAKE FURTHER NOTICE that a date for the hearing to consider approval of the Application (the "Hearing") has not yet been set. Interested persons should contact the Court directly to determine the hearing date. The hearing will be before the Honorable Robert D. Drain, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling An Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) – registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch

disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) be served upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel), (ii) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr.), (iii) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Kenneth S. Ziman), (iv) counsel for the agent under the postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican), (v) counsel for the Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Att'n: Robert J. Rosenberg and Mark A. Broude), and (vi) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Att'n: Alicia M. Leonhard) (vii) David M. Sherbin, Vice President & General Counsel, Delphi Corporation, 5725 Delphi Drive, Troy, MI 48098 (viii) John D. Sheehan, Vice President & Chief Restructuring Officer, Delphi Corporation, 5725 Delphi Drive, Troy, MI 48098 (ix) Valeria Venable, GE Plastics, Americas Credit Manager, 9930 Kincey Avenue, Huntersville, NC 28078 (x) Joseph Papelian, Esq., Delphi Corporation, 5725 Delphi Drive, Troy, MI 48098. Since the objection deadline has not been set by the Court as of the date of this Notice, interested persons should contact the Court directly to determine the deadline for objections and to ensure that any objection is made within the time prescribed by the Court.

PLEASE TAKE FURTHER NOTICE that only those objections made as set forth herein and in accordance with the Case Management Order will be considered by the Bankruptcy Court at the Hearing. If no objections to the Motion are timely filed and served in accordance

with the procedures set forth herein and in the Case Management Order, the Bankruptcy Court  
may enter an order granting the Motion without further notice.

Dated: Bloomfield Hills, Michigan  
March 29, 2008

RADER, FISHERMAN & GRAUER PLLC

By: 

Leigh C. Taggart  
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## EXHIBIT A

## Exhibit A

Delphi Corporation  
Notified Parties

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION	NOTES
Adalberto Canadas Castillo		Avda Ramon de Carranza	10-1°	Cadiz		11006	Spain	34 956 226 311		adalberto@canadas.com	Representative to DASE	
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Airgas, Inc.	David Boyle		P.O. Box 6675	Radnor	PA	19087-8675		610-230-3064	310-687-1052	david.boyle@airgas.com	Counsel to Airgas, Inc.	
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road 1333 New Hampshire Ave NW		Farmington Hills	MI	48331		248-489-7406	866-609-0888	aswiech@akebono-usa.com	Vice President of Administration for Akebono Corporation	
Akin Gump Strauss Hauer & Field LLP	David M Dunn			Washington	DC	20036		202-887-4000	202-887-4288	ddunn@akingump.com	Creditors Liquidating Trust Counsel to TAI Unsecured	
Akin Gump Strauss Hauer & Field LLP	Ira S Dizengoff	590 Madison Ave		New York	NY	10022-2524		212-872-1000	212-872-1002	idizengoff@akingump.com	Creditors Liquidating Trust	
Akin Gump Strauss Hauer & Field LLP	Peter J. Gurflein	2029 Centure Park East	Suite 2400	Los Angeles	CA	90067		310-552-6696	310-229-1001	pgurflein@akingump.com	Counsel to Wamco, Inc.	
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## Exhibit A

Delphi Corporation  
Notified Parties

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION	NOTES
Bernstein Litowitz Berger & Grossman	Hannah E. Greenwald	1285 Avenue of the Americas		New York	NY	10019		212-554-1411	212-554-1444	hannah@bblglaw.com	Counsel to Teachers Retirement System of Oklahoma; Public Employees' Retirement System of Mississippi; Rarfeisen Kapitalanlage-Gesellschaft m.b.H. and Stichting Pensioenfonds ABP	
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Exhibit A

Delphi Corporation  
Notified Parties

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Burr & Forman LLP Cadwalader Wickersham & Taft LLP	Michael Leo Hall Jeanne D'Amico	420 North Twentieth Street 1201 F St NW Ste 1100	Suite 3100	Birmingham Washington	AL DC	35203 20004	(205) 458-5367	(205) 244-5661		mhall@burr.com	Counsel to Mercedes-Benz U.S. International, Inc Attorneys for the Audit Committee of Delphi Corporation	
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Carter Ledyard & Milburn LLP Chadbourne & Parke LLP	Aaron R. Cahn Douglas Deutsch, Esq.	2 Wall Street 30 Rockefeller Plaza		New York New York	NY NY	10005 10112	212-732-3200 212-408-5100	212-732-3232 212-541-5369		cahn@clm.com ddeutsch@chadbourne.com	Counsel to EagleRock Capital Management, LLC Counsel to 1st Choice Heating & Cooling, Inc.; BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC Counsel to BorgWarner Turbo Systems Inc.; Metaldyne Company, LLC Counsel to ATS Automation Tooling Systems Inc. Counsel to Ames Electric Automotrices, S.A. de C.V.; Cordaflex, S.A. de C.V.	
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## Exhibit A

Delphi Corporation  
Notified Parties

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Delphi Corporation  
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Delphi Corporation  
Notified Parties

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## Exhibit A

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## Exhibit A

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## Exhibit A

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Delphi Corporation  
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## Exhibit A

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## Exhibit A

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Exhibit A

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## Exhibit A

Delphi Corporation  
Notified Parties

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	COUNTRY	PHONE	FAX	EMAIL	PARTY / FUNCTION	NOTES
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Case No. 05-44481-RDD
	)	Jointly Administered
DELPHI CORPORATION, et al.,	)	Chapter 11
	)	Hon. Robert D. Drain
Debtors.	)	

**SEVENTH AND FINAL APPLICATION FOR APPROVAL OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES OF RADER, FISHMAN & GRAUER PLLC,  
INTELLECTUAL PROPERTY COUNSEL TO  
DEBTORS, FOR SERVICES RENDERED FROM  
OCTOBER 1, 2007 – JANUARY 25, 2008**

Rader, Fishman & Grauer PLLC (the “Applicant” or “RFG”), intellectual property counsel for Delphi Corporation (“Delphi”), debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors”, “Delphi” or the “Company”), submits this Seventh and Final Application (the “Application”) seeking allowance and payment of compensation and reimbursement of expenses under 11 U.S.C. §§ 330 and 331 for the period from October 1, 2007 through January 25, 2008 (the “Application Period”). RFG submits this Application for (a) allowance of compensation for professional services rendered by RFG to the Debtors, and (b) reimbursement of actual and necessary charges and disbursements incurred by RFG in the rendition of required professional services on behalf of the Debtors. In support of this Application, RFG represents as follows:

**BACKGROUND**

**A. The Chapter 11 Filings**

1. On October 8, 2005 (the “Initial Filing Date”), Delphi and certain of its U.S. subsidiaries (the “Initial Filers”) filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the “Bankruptcy Code”).

On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, collectively, the “Debtors”) also sought reorganization relief. The Debtors continue to operate their businesses and manage their properties as debtors-in- possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases (Docket Nos. 28 and 404).

2. On October 17, 2005, the Office of the United States Trustee appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in the Debtors’ cases.

3. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

4. The statutory predicates for the relief requested herein are sections 330, 331 and 503(b) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2016.

#### **B. Current Business Operations Of The Debtors**

5. Delphi had global 2004 revenues of approximately \$28.6 billion, and global assets as of August 31, 2005 of approximately \$17.1 billion<sup>1</sup>, Delphi ranks as the fifth largest public company business reorganization in terms of revenues, and the thirteenth largest public company business reorganization in terms of assets. Delphi’s non-U.S. subsidiaries are not chapter 11 debtors and continue their business operations without supervision from the Bankruptcy Court.

6. Delphi has become a leading global technology innovator with significant engineering resources and technical competencies in a variety of disciplines, and the Company (as defined

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<sup>1</sup> The aggregated financial data used in this Application generally consists of consolidated information from Delphi and its worldwide subsidiaries and affiliates.



below) is today arguably the single largest global supplier of vehicle electronics, transportation components, integrated systems and modules, and other electronic technology. The Company's technologies and products are present in more than 75 million vehicles on the road worldwide. The Company supplies products to nearly every major global automotive original equipment manufacturer, with 2004 sales to its former parent, General Motors Corporation ("General Motors" or "GM"), equaling approximately \$15.4 billion, and sales to each of Ford Motor Company, DaimlerChrysler Corporation, Renault/Nissan Motor Company, Ltd., and Volkswagen Group exceeding \$850 million.

7. As part of its growth strategy, Delphi has established an expansive global presence with a network of manufacturing sites, technical centers, sales offices, and joint ventures located in every major region of the world. As of the Initial Filing Date, the Debtors employed approximately 180,000 employees worldwide. The Debtors' 50,600 U.S. employees worked in approximately 44 manufacturing sites, 13 technical centers, and Delphi's Troy, Michigan headquarters. Approximately 34,750 of the Debtors' U.S. employees were hourly employees as of the Initial Filing Date, and 96% of these were represented by approximately 49 different international and local unions. Outside the United States, the Company's foreign entities employed more than 134,000 people on the Initial Filing Date, supporting 120 manufacturing sites and 20 technical centers in nearly 40 countries around the globe.

8. Delphi was incorporated in Delaware in 1998 as a wholly-owned subsidiary of GM. Prior to January 1, 1999, GM conducted the Company's business through various divisions and subsidiaries. Effective January 1, 1999, the assets and liabilities of these divisions and subsidiaries were transferred to Delphi and its subsidiaries and affiliates (collectively, the "Company") in accordance with the terms of a Master Separation Agreement between Delphi and GM. In connection with these transactions, Delphi accelerated its evolution from a North American-based,

captive automotive supplier to a global supplier of components, integrated systems, and modules for a wide range of customers and applications. Although GM is still the Company's single largest customer, today more than half of Delphi's revenue is generated from non-GM sources.

9. Due to the significant planning that goes into each vehicle model, Delphi's efforts to generate new business do not immediately affect its financial results, because supplier selection in the auto industry is generally finalized several years prior to the start of production of the vehicle. When awarding new business, which is the foundation for the Company's forward revenue base, customers are increasingly concerned with the financial stability of their supply base. The Debtors believe that they will maximize stakeholder value and the Company's future prospects if they stabilize their businesses and continue to diversify their customer base. The Debtors also believe that this must be accomplished in advance of the expiration of certain benefit guarantees between GM and certain of Delphi's unions representing most of its U.S. hourly employees which coincides with the expiration of the Company's U.S. collective bargaining agreements in the fall of 2007.

### **C. Events Leading To Chapter 11 Filing**

10. In the first two years following Delphi's separation from GM, the Company generated approximately \$2 billion in net income. Every year thereafter, however, with the exception of 2002, the Company has suffered losses. In calendar year 2004, the Company reported a net operating loss of \$482 million on \$28.6 billion in net sales. Reflective of a downturn in the marketplace, Delphi's financial condition deteriorated further in the first six months of 2005, with net operating losses of \$608 million for the first six months of calendar year 2005 on six-month net sales of \$13.9 billion, approximately \$1 billion less than the same time period a year earlier<sup>2</sup>.

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<sup>2</sup> Reported net losses in calendar year 2004 were \$4.8 billion, reflecting a \$4.1 billion tax charge, primarily related to the recording of a valuation allowance on the U.S. deferred tax assets as of December 31, 2004.

11. The Debtors believe that the Company's financial performance has deteriorated because of: (a) increasingly unsustainable U.S. legacy liabilities and operational restrictions driven by collectively bargained agreements, including restrictions preventing the Debtors from exiting non-strategic, non-profitable operations, all of which have the effect of creating largely fixed labor costs, (b) a competitive U.S. vehicle production environment for domestic OEMs resulting in the reduced number of motor vehicles that GM produces annually in the United States and related pricing pressures, and (c) increasing commodity prices.

12. In light of these factors, the Company determined that it would be imprudent and irresponsible to defer addressing and resolving its U.S. legacy liabilities, product portfolio, operational issues, and forward looking revenue requirements. Because discussions with its unions and GM were not progressing sufficiently, the Company commenced these chapter 11 cases for its U.S. businesses to complete the Debtors' transformation plan and preserve value for its stakeholders

13. Through the reorganization process, the Debtors intend to achieve competitiveness for Delphi's core U.S. operations by modifying or eliminating non-competitive legacy liabilities and burdensome restrictions under current labor agreements and realigning Delphi's global product portfolio and manufacturing footprint to preserve the Company's core businesses. This will require negotiation with key stakeholders over their respective contributions to the restructuring plan or, absent consensual participation, the utilization of the chapter 11 process to achieve the necessary cost savings and operational effectiveness. The Debtors believe that a substantial segment of Delphi's U.S. business operations must be divested, consolidated, or wound-down during these cases.

14. Upon the conclusion of the reorganization process, the Debtors expect to emerge as a stronger, more financially sound business with viable U.S. operations that are well-positioned to

advance global enterprise objectives. In the meantime, Delphi will marshal all of its resources to continue to deliver value and high-quality products to its customers globally. Additionally, the Company will preserve and continue the strategic growth of its non-U.S. operations and maintain its prominence as the world's premier auto supplier.

### **STATUS**

15. On March 9, 2006, the Court entered an order authorizing the employment and retention of RFG as intellectual property counsel to the Debtors (Docket No. 2770) (the "Rader, Fishman Retention Order").

16. By this Application, RFG is seeking, inter alia, compensation and reimbursement of expenses pursuant to the Rader, Fishman Retention Order and pursuant to 11 U.S.C. §§ 330, 331 and 503(b) for the period of October 1, 2007 through January 25, 2008.

17. RFG charges professional fees on the basis of hourly rates, which are set in accordance with each professional's seniority and experience and are adjusted from time to time. RFG also charges the Debtors for its actual-out-of-pocket expenses incurred such as, payments made to the U.S. Patent and Trademark Office, payments made to associates for work performed at the request of RFG for the benefit of Delphi, travel, overnight mail, computer research, and other disbursements. RFG's fee structure and expense reimbursement policies were disclosed in RFG's Retention application, to which no party objected and which this court approved.

18. The names of all RFG attorneys, legal assistants, patent agents, illustrators and administrative assistants who have worked on Delphi matter's and their respective hourly rates are set forth on Exhibit B hereto.

19. To the best of RFG's knowledge, information and belief, the Debtors have paid postpetition operating expenses in the ordinary course, and there are currently no unpaid, undisputed ordinary course, postpetition operating expenses in these cases.

20. The Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

21. To the best of RFG's knowledge, information and belief, the Debtors have filed with the United States Trustee all monthly operating reports presently due, and have paid all quarterly fees to the United States Trustee that are presently due.

#### **FEE PROCEDURES AND MONTHLY FEE STATEMENTS**

22. On November 4, 2005, this Court entered an Interim Compensation Order Pursuant to 11 U.S.C. § 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 0869) (the "Interim Compensation Order"). Pursuant to paragraph 2(J) of the Interim Compensation Order, RFG is submitting this Application to the Debtors, counsel for the Debtors, counsel for the official committee of unsecured creditors, counsel for the agent under the Debtors' prepetition credit facility, counsel for the agent under the Debtors' postpetition credit facility and postpetition lenders, and the United States Trustee. In accordance with The Third Supplemental Interim Compensation Order this application is also being submitted to the Joint Fee Review Committee (the "Fee Committee"). Notice of the Application has been served pursuant to the Case Management Order dated October 14, 2005 (Docket No. 0242).

23. Pursuant to the Interim Compensation Order, RFG has submitted monthly statements to the parties described in the Interim Compensation Order. The parties have fifteen (15) days to review any such statements. As of the date of the filing of this Application, no objections have been filed concerning RFG's monthly statements. Accordingly, RFG has been paid 80% of its total requested fees and 100% of its expenses for the period October 1, 2007 thru January 25, 2008. In

accordance with the Interim Compensation Order, RFG has been paid 80% of fees and 100% of expenses within 45 days after submission of its monthly statement for fees and expenses. A chart summarizing payments and the monthly statements is attached hereto as Exhibit A.

### **SERVICES PERFORMED**

24. The Debtors have requested that RFG render services in connection with intellectual property matters which will include the following:

- (a) Patent Preparation: Review of invention disclosures, preparation of patentability opinions, and preparation and filing of patent applications with U.S. Patent and Trademark Office focusing on the following areas of technical expertise: sophisticated automotive electronics systems;
- (b) Patent Prosecution: Review of correspondence from U.S. Patent and Trademark Office and preparation of amendments to patent applications in order to secure patents focusing on, among others, patents relating to sophisticated automotive electronics systems;
- (c) Foreign Patent Prosecution: Review correspondence from foreign patent offices and consult with the Debtors concerning appropriate responses and interface with foreign law firms concerning the filing of responses in foreign jurisdictions focusing on, among others, sophisticated automotive electronics systems;
- (d) Intellectual Property Litigation: Representing Delphi in litigation in United States District Courts and U.S. Courts of Appeal and overseeing litigation and administrative proceedings in foreign countries involving patents and/or trademarks with a focus on local litigation issues;
- (e) Non-Infringement & Clearance Opinions: Review of potential products and inventions, conduct searches for relevant patents and publications, review and analyze uncovered patents and publications, and preparation of opinions focusing on, among others, sophisticated automotive electronics systems; and
- (I) Miscellaneous intellectual property advice and counsel related to copyrights, trademarks and know-how and contractual matters involving intellectual property.

### **REQUESTED FEES AND REIMBURSEMENTS OF EXPENSES**

25. RFG has played an important role in advising the Debtors, and maintaining and pursuing intellectual property assets during the restructuring period. As a result of its efforts during the Application Period, RFG now seeks allowance of \$233,766.50 in fees calculated at the applicable

guideline hourly billing rates of the firm's personnel who have worked on Delphi matters, and \$113,449.79 in charges and disbursements actually and necessarily incurred by RFG while providing services to the Debtors during the Application Period. The detail of these fees and expenses are outlined by category in Exhibit C.

26. In accordance with the Interim Compensation Order, RFG has submitted Monthly Fee Statements for the period from October 1, 2007 thru January 25, 2008, and now submits this Application covering the Application Period.

27. In staffing these Delphi matters, in budgeting and incurring charges and disbursements, and in preparing and submitting this Application, RFG has been mindful of the need to be efficient while providing full and vigorous representation to the Debtors. RFG also has been especially cognizant of the standards established by this Court for compensation of professionals and reimbursement of charges and disbursements. As described in detail herein, RFG believes that the requests made in this Application comply with this Court's standards in the context of the unique circumstances surrounding this unusually large and complex case.

28. The Interim Compensation Order provides that in order to seek interim compensation, professionals must submit Monthly Fee Statements to the Debtors, counsel for the Debtors, counsel for the official committee of unsecured creditors, counsel for the agent under the Debtors' prepetition credit facility, counsel for the agent under the Debtors' postpetition credit facility and postpetition lenders, the Joint Fee Review Committee, and the United States Trustee. If no objection to a Monthly Fee Statement is made within 45 days following the month for which compensation is sought, the Debtors are authorized to pay 80% of the fees requested (with the remaining 20% of the fees requested referred to herein as the "Holdback") and 100% of the charges and disbursements requested. In accordance with the Interim Compensation Order, RFG has submitted Monthly Fee Statements for each of the months covered by the Application Period.

29. As of the filing of this Application, no party has filed an objection to RFG's Monthly Fee Statements. Accordingly, with respect to the Monthly Fee Statements covering the Application Period, RFG has received \$187,013.20 on account of billed fees and \$113,449.79 on account of billed charges and disbursements. RFG is requesting full settlement of the Holdback for the period October 1, 2007 thru January 25, 2008, in the amount of \$46,753.30.

#### **COMPLIANCE WITH GUIDELINES**

30. As set forth in the Certification of Leigh C. Taggart with Respect to the Seventh and Final Application For Approval of Compensation and Reimbursement of Expenses of Rader, Fishman & Grauer PLLC (Attached hereto as Exhibit E), Rader, Fishman & Grauer PLLC has complied fully with the Guidelines, to the extent applicable.

#### **NOTICE**

31. RFG has served copies of the Application on the Debtors, counsel for the Debtors, counsel for the official committee of unsecured creditors, counsel for the agent under the Debtors' prepetition credit facility, counsel for the agent under the Debtors' postpetition credit facility and postpetition lenders, the Joint Fee Review Committee, and the United States Trustee. In addition, RFG has served notice of the filing of the Application on the parties as required by the Case Management Order. The Debtors submit that no other or further notice need be given.

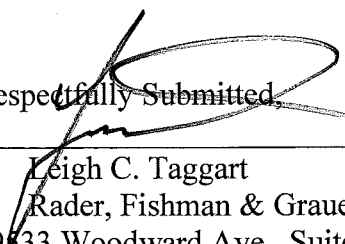
#### **CONCLUSION**

WHEREFORE, RFG respectfully requests that the Court enter an Order, substantially in the form attached hereto as Exhibit D approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtors to pay such amounts, and for such other and further relief as the Court deems appropriate.



Dated: May 29, 2008  
Bloomfield Hills, Michigan

Respectfully Submitted,



---

Leigh C. Taggart  
Rader, Fishman & Grauer PLLC  
39533 Woodward Ave., Suite 140  
Bloomfield Hills, MI 48304  
(248) 594-0600 (office)  
(248) 594-0610 (fax)  
Intellectual Property Counsel for Debtors

## EXHIBIT A

**Exhibit A**

**Summary of Monthly Fee Statements**

<b><u>Period Covered</u></b>	<b><u>Fees Incurred</u></b>	<b><u>Fee Paid</u></b>	<b><u>Expense Incurred</u></b>	<b><u>Expense Paid</u></b>
October 1, 2007 - October 31, 2007	54,813.00	43,850.40	28,609.78	28,609.78
November 1, 2007 - November 30, 2007	92,862.50	74,290.00	24,306.19	24,306.19
December 1, 2007- December 31, 2007	51,889.00	41,511.20	34,092.36	34,092.36
January 1, 2008 - January 25, 2008	34,202.00	27,361.60	26,441.46	26,441.46
<b>Total</b>	<b>233,766.50</b>	<b>187,013.20</b>	<b>113,449.79</b>	<b>113,449.79</b>

## EXHIBIT B

**Exhibit B**  
**Summary of Professional Hours**

<b>Name</b>	<b>Title</b>	<b>Bar Admission</b>	<b>Hours</b>	<b>Hourly Rate</b>	<b>Billed \$</b>
Alexander D. Rabinovich	Patent Agent	N/A	7.40	180.00	1,332.00
Angela Scola	Legal Assistant	N/A	0.40	145.00	58.00
Barbara Myers	Legal Assistant	N/A	108.80	125.00	13,600.00
Daniel J. Checkowsky	Attorney	1996	34.70	225.00	7,807.50
Darren Handler	Attorney	2005	1.90	170.00	323.00
Dawna M. Tennant	Legal Assistant	N/A	4.10	145.00	594.50
Georgeann K. Mach	Legal Assistant	N/A	64.90	124.88	8,105.00
Glenn E. Forbis	Attorney	1994	3.60	386.67	1,392.00
James F. Carpenter	Legal Assistant	N/A	1.80	137.50	247.50
Jennifer Greer	Legal Assistant	N/A	1.60	130.00	208.00
Kathy Nash	Assistant	N/A	0.60	110.00	66.00
Kristen Zawaski	Assistant	N/A	15.00	97.33	1,460.00
Linda E. Sudzina	Attorney	2003	98.70	218.53	21,568.50
M. Jennifer Wunsche	Legal Assistant	N/A	8.80	150.00	1,320.00
Mary Margaret L. O'Donnell	Attorney	1998	9.10	275.00	2,502.50
Maureen Shannon	Legal Assistant	N/A	5.40	160.00	864.00
Michael D. Fishman	Attorney	1984	193.60	401.29	77,690.00
Michelle L. Visser	Attorney	1998	10.20	267.79	2,731.50
Nivita Beri	Attorney	2000	29.00	184.62	5,354.00
Patricia Towers	Legal Assistant	N/A	1.80	150.00	270.00
SHELLY L. HOKENSTAD	Attorney	2004	175.81	219.24	38,543.72
Stefan D. Osterbur	Attorney	2006	31.60	180.00	5,688.00
Stephen Kontos	Law Clerk	N/A	60.97	140.01	8,536.28
Stephen Krefman	Attorney	1979	11.90	285.00	3,391.50
Thomas E. Bejin	Attorney	1992	35.80	350.78	12,558.00
Tracy L. Zawaski	Attorney	2001	69.10	254.05	17,555.00
<b>Worked Performed 10/1/07 thru 1/25/08</b>					
				<b>986.58</b>	<b>236.95</b>
					<b>233,766.50</b>

## EXHIBIT C

**Exhibit C**  
**Summary of Work Performed by Category**

Work Performed	October 1, 2007 thru January 25, 2008		
	Total Fees	Total Expenses	Total
Domestic Patents	60,734.50	1,676.75	62,411.25
Foreign Patents	3,264.50	4,448.00	7,712.50
Patent Opinions	20,316.00	-	20,316.00
Domestic Trademarks	7,292.00	750.00	8,042.00
Foreign Trademarks	61,904.50	94,179.77	156,084.27
Litigation - Trademarks	10,012.50	304.54	10,317.04
Agreements	3,625.50	12.88	3,638.38
IP Evaluations	584.00	-	584.00
General IP Matters	66,033.00	12,077.85	78,110.85
<hr/>			
<b>Total October 1, 2007 - January 25, 2008</b>	<b>233,766.50</b>	<b>113,449.79</b>	<b>347,216.29</b>

## EXHIBIT D



**Exhibit D**  
**ORDER APPROVING SEVENTH AND FINAL FEE APPLICATION**

RADER, FISHMAN & GRAUER PLLC  
39533 Woodward Ave.  
Suite 140  
Bloomfield Hills, MI 48304  
(248) 594-0600  
Leigh C. Taggart

Intellectual Property Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

[PROPOSED] ORDER APPROVING SEVENTH AND FINAL FEE APPLICATION OF  
RADER, FISHMAN & GRAUER PLLC FOR ERIM ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES AS INTELLECTUAL PROPERTY COUNSEL TO  
THE DELPHI CORPORATION, ET AL., FOR SERVICES RENDERED FROM  
OCTOBER 1, 2007 THROUGH JANUARY 25, 2008

AND NOW THIS \_\_\_\_\_ day of \_\_\_\_\_, 2008, upon consideration of the foregoing  
Seventh and Final Fee Application of Rader, Fishman & Grauer PLLC for Allowance of  
Compensation and Reimbursement of Expenses as Intellectual Property Counsel of Delphi  
Corporation, et al. with good cause being shown, notice given and no objections having been  
received, it is hereby

ORDERED that the Seventh and Final Application is hereby approved: and it is further

ORDERED that the Debtor is authorized and directed to pay Rader, Fishman & Grauer PLLC the unpaid portion of the following:

100% of fees for the period from October 1, 2007 through January 25, 2008, which amount is \$233,766.50 and 100% of expenses for the period October 1, 2007 through January 25, 2008, which amount is \$113,449.79.

SO ORDERED

---

United States Bankruptcy Judge

## EXHIBIT E

**EXHIBIT E**  
**CERTIFICATION WITH RESPECT TO APPLICATION**

RADER, FISHMAN & GRAUER PLLC  
39533 Woodward Ave.  
Suite 140  
Bloomfield Hills, MI 48304  
(248) 594-0600  
Leigh C. Taggart

Intellectual Property Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

CERTIFICATION OF LEIGH C. TAGGART WITH RESPECT  
TO SEVENTH AND FINAL APPLICATION FOR APPROVAL OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSE OF RADER, FISHMAN & GRAUER

I, Leigh C. Taggart, hereby declare:

- 1) I am a partner of the law firm of Rader, Fishman & Grauer PLLC, a key ordinary course counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the "Debtors") in the above-captioned Chapter 11 cases. If called as a witness, I could and would competently testify to the matters set forth in this declaration.
- 2) I make this certification with respect to the Seventh and Final Application for Approval of Compensation and Reimbursement of Expenses of Rader, Fishman & Grauer PLLC (the

“Seventh and Final Application”) in compliance with Federal Rule of Bankruptcy Procedure § 2016. In that respect, I hereby certify:

- i. I have read the Seventh and Final Application;
- ii. The Seventh and Final Application is the seventh and final fee application submitted by Rader, Fishman & Grauer PLLC in the above-captioned case for post-petition compensation;
- iii. On October 8, 2005, Delphi and certain of its subsidiaries filed petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code; On October 14, 2005, three additional subsidiaries of Delphi filed such petitions; Orders were subsequently entered authorizing joint administration of the cases;
- iv. On March 9, 2006, the Court entered an order granting the application to employ Rader, Fishman & Grauer PLLC as intellectual property counsel to the Debtors;
- v. Rader, Fishman & Grauer PLLC has assisted the Debtors in connection with their retention of Rader, Fishman & Grauer PLLC and has provided counsel and expertise to the Debtors by providing advice and services to the Debtors concerning multiple intellectual property matters.
- vi. Rader, Fishman & Grauer PLLC Attorney billing rates were increased on December 1, 2005, December 1, 2006, and on December 1, 2007 as is done in normal course every year on December 1<sup>st</sup>.
- vii. To the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and reimbursement sought in the Seventh and Final Application is in conformity with Federal Rule of Bankruptcy Procedure 2016, and the Guidelines for

Reviewing Applications for Compensation and Reimbursement of Expenses filed under  
11 U.S.C. § 330, to the extent applicable; and

- viii. The compensation and reimbursement requested in the Seventh and Final Application are  
billed at rates, and in accordance with practices, no less favorable than those customarily  
employed by Rader, Fishman & Grauer PLLC and generally accepted by its clients.

Certain timekeepers have hourly rates that vary according to the nature of the work that  
they are engaged in performing.

- 3) No agreement or understanding exists between Rader, Fishman & Grauer PLLC and any  
other person for the sharing of compensation. Rader, Fishman & Grauer PLLC's fees, costs  
and expenses have not been paid or promised to be paid, by an third party to Rader, Fishman  
& Grauer PLLC.
- 4) Summaries of the fee statements maintained in the ordinary course of business by Rader,  
Fishman & Grauer PLLC that reflect services rendered and expenses incurred and recorded  
by Rader, Fishman & Grauer PLLC are filed concurrently herewith.
- 5) I declare under penalty of perjury that the foregoing is true and correct and that this  
declaration was executed on the 29<sup>th</sup> day of May, 2008 in Bloomfield Hills, Michigan.

RADER, FISHMAN & GRAUER PLLC

By: 

Leigh C. Taggart  
39533 Woodward Ave.  
Suite 140  
Bloomfield Hills, MI 48304  
(248) 594-0600

RADER, FISHMAN & GRAUER PLLC  
39533 Woodward Ave.  
Suite 140  
Bloomfield Hills, MI 48304  
(248) 594-0600  
Leigh C. Taggart

Intellectual Property Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	x	

CERTIFICATE OF SERVICE OF SEVENTH AND FINAL INTERIM APPLICATION FOR  
APPROVAL OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF RADER,  
FISHMAN & GRAUER PLLC, INTELLETUAL PROPERTY COUNSEL TO THE DEBTORS,  
FOR SERVICES RENDERED FROM  
OCTOBER 1, 2007 THROUGH JANUARY 25, 2008

I hereby certify that, pursuant to the Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered on November 4, 2005, as modified by the Order Approving Joint Interest Agreement Between Debtors and Official Committee of Unsecured Creditors, Implementing Protective Order, and Approving Procedures to Protect Information in Fee Statements, entered on April 18, 2006 (together, the "Administrative Order"), copies of Rader, Fishman & Grauer PLLC's Seventh and Final Interim Application For Approval of Compensation and Reimbursement of Expenses for Services Rendered from October 1, 2007, through January 25, 2008, was served, on the 29<sup>th</sup> day of May 2008 by Overnight Mail on:

Office of the United States Trustee  
for the Southern District of New York  
33 Whitehall Street, Suite 2100  
New York, NY 10004  
Attn: Alicia M. Leonhard, Esq

John William Butler, Jr., Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
333 West Wacker Drive, Suite 2100  
Chicago, IL  
*Counsel for the Debtors*

Robert J. Rosenberg, Esq.  
Latham & Watkins LLP  
885 Third Avenue  
New York, NY 10022  
*Counsel for the Official Committee of  
Unsecured Creditors*

Marlane Melican, Esq.  
Davis Polk & Wardwell  
450 Lexington Avenue  
New York, NY 10017

Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098  
Attn: Joseph Papelian, Esq.

Janine Jjingo  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
*Counsel for the Debtors*

Marissa Wesley, Esq.  
Simpson, Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY

David M. Sherbin  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098



John D. Sheehan  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

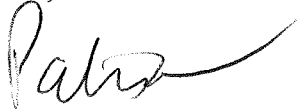
Valeria Venable  
GE Plastics, Americas  
9930 Kincey Avenue  
Huntersville, NC 28078

General Counsel  
Delphi Corporation  
5725 Delphi Drive  
Troy, MI 48098

I further certify that, pursuant to the Administrative order, notice of the filing of said Application has been provided, via electronic mail, to the "Master Service List" and the "2002 Entities" listed in the database at [www.delphidocket.com](http://www.delphidocket.com) as of the date hereof.

Dated: Bloomfield Hills, Michigan  
May 29, 2008

RADER, FISHMAN & GRAUER PLLC

By:   
Patricia J. Towers, Paralegal  
39533 Woodward Ave.  
Suite 140  
Bloomfield Hills, MI 48304  
(248) 594-0600

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Case No. 05-44481-RDD
	)	Jointly Administered
DELPHI CORPORATION, et al.,	)	Chapter 11
	)	Hon. Robert D. Drain
Debtors.	)	

**FOR ELECTRONIC FILING PURPOSES ONLY**

Due to volume, the time records are not included with the electronically filed copy of the Seventh and Final Application For Approval of Compensation and Reimbursement of Expenses of Rader, Fishman & Grauer PLLC, Intellectual Property Counsel to Debtors, for Services Rendered from October 1, 2007 through January 25, 2008, in accordance with General Order #M-193 – First Amendment to the General Order #M-182 Re: Electronic Case Filing Procedures dated May 1, 1998.

Copies of the time records referenced in the Application may be obtained by contacting Leigh C. Taggart, Esq., Rader, Fishman & Grauer PLLC, 39533 Woodward Ave., Suite 140, Bloomfield Hills, Michigan 48304, (248) 594-0600.